

RECORDATION NO. **13231-I** FILED

MAR 03 '08 -1 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 3, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of February 12, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease previously filed with the Board under Recordation Number 13231-H.

The names and addresses of the parties to the enclosed document are:

Lender: SunTrust Equipment Finance & Leasing Corp.
300 E. Joppa Road, Suite 700
Towson, MD 21286

Borrower: Southern Rail Partners, LP
523 Turtle Hatch Lane
Naples, FL 34103

Anne K. Quinlan, Esquire
March 3, 2008
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A description of the railroad equipment covered by the enclosed document is:

85 railcars: DOWX 3283, DOWX 7386, DOWX 8480 - DOWX 8514 and within the following series: DOWX 7155 - DOWX 7179; DOWX 7005 - DOWX 7029 and DOWX 8261 - DOWX 8308 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO.

13231-I
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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

dated as of February 12, 2008

between

**SOUTHERN RAIL PARTNERS, LP, A FLORIDA
CORPORATION,
as Borrower**

and

**SUNTRUST EQUIPMENT FINANCE & LEASING CORP.,
as Lender**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on February __, 2008 at __:__.m.**

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MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT is made and entered into as of February 12, 2008, by and between SUNTRUST EQUIPMENT FINANCE & LEASING CORP. ("Lender") and SOUTHERN RAIL PARTNERS, LP, A FLORIDA LIMITED PARTNERSHIP ("Borrower"), with reference to the following.

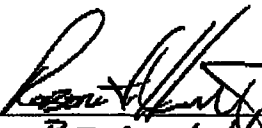
1. The Lender has made a loan (the "Loan") to the Borrower pursuant to a Loan and Rail Security Agreement, dated as of February 12, 2008 (the "Security Agreement").
2. Pursuant to the Security Agreement, Borrower grants to Lender a security interest in all of Borrower's right, title and interest in and to (among other things), (a) the railcars, including any property, records or rights relating thereto (the "Railcars") as more fully described in attached Exhibit A, and any part thereof, (b) all present and future interchange or utilization agreements, leases, subleases, repair agreements and any other similar agreements or arrangements of any kind whatsoever relating to any Railcar or any related part, (c) any and all substitutions, replacements or exchanges for any of the collateral, in each such case in which Borrower shall from time to time acquire an interest, and (d) all proceeds of any of the foregoing, including, without limitation, any and all rents, insurance, settlement, indemnity, warranty, governmental or other payments, and other amounts of any kind whatsoever due or payable under or in connection with any Railcar.
3. CITICORP RAILMARK, INC. has sold the Units to Borrower in the ordinary course of business.

This Memorandum of Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Security Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Security Agreement to be executed as of the date first above written.

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.

By: 
Name: ROBERT J. ANDREWS
Title: VP

SOUTHERN RAIL PARTNERS, LP, A
FLORIDA
CORPORATION

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Security Agreement to be executed as of the date first above written.

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.

By: _____
Name: _____
Title: _____

SOUTHERN RAIL PARTNERS, LP, A
FLORIDA
CORPORATION

By: Walter L. Ballard, Jr.
Name: Walter L. Ballard, Jr.
Title: Managing Member of Southern Rail Management, LLC
the General Partner of Southern Rail Partners, LP

STATE OF MARYLAND)
COUNTY OF BALTIMORE) ss.

On this 12th day of February, 2008, before me appeared Robert J. Hackett the person who signed this instrument, who acknowledged that ~~he~~ he is the VP of SUNTRUST EQUIPMENT FINANCE & LEASING CORP. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Erika Donham
Notary Public

My commission expires:

August 12, 2009

STATE OF FLORIDA)
) ss.
COUNTY OF COLLIER)

On this 8TH day of February, 2008, before me appeared WAIVER BALLARD, the person who signed this instrument, who acknowledged that (s)he is the PARTNER of SOUTHERN RAIL PARTNERS, LP, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Steven Negron
Notary Public

My commission expires:

_____, 20____

EXHIBIT A
TO MEMORANDUM OF SECURITY AGREEMENT

THE EQUIPMENT

85 TANK CARS

A. Group 2 Car

One (1) Coiled and Insulated SS Tank Car, marked as follows:

DOWX003283

B. Group 4 Car

One (1) 26 M GL Tank Car, marked as follows:

DOWX007386

C. Group 5 Cars

Twenty four (24) 16 M GL Coiled and Insulated Tank Cars, marked as follows:

| | | | | |
|------------|------------|------------|------------|------------|
| DOWX007155 | DOWX007160 | DOWX007165 | DOWX007170 | DOWX007175 |
| DOWX007156 | DOWX007161 | DOWX007166 | DOWX007171 | DOWX007176 |
| DOWX007157 | DOWX007162 | DOWX007167 | DOWX007172 | DOWX007177 |
| DOWX007158 | DOWX007164 | DOWX007168 | DOWX007173 | DOWX007178 |
| DOWX007159 | | DOWX007169 | DOWX007174 | DOWX007179 |

Note: DOWX007163, which was previously in Group 5, was casualtyed and is no longer subject to the Lease.

D. Group 7 Cars

Thirty five (35) 25 M GL Insulated "J" Pressure Tank Cars, marked as follows.

| | | | |
|------------|------------|------------|------------|
| DOWX008480 | DOWX008489 | DOWX008498 | DOWX008507 |
| DOWX008481 | DOWX008490 | DOWX008499 | DOWX008508 |
| DOWX008482 | DOWX008491 | DOWX008500 | DOWX008509 |
| DOWX008483 | DOWX008492 | DOWX008501 | DOWX008510 |
| DOWX008484 | DOWX008493 | DOWX008502 | DOWX008511 |
| DOWX008485 | DOWX008494 | DOWX008503 | DOWX008512 |
| DOWX008486 | DOWX008495 | DOWX008504 | DOWX008513 |
| DOWX008487 | DOWX008496 | DOWX008505 | DOWX008514 |
| DOWX008488 | DOWX008497 | DOWX008506 | |

Ten (10) 11 M GL Coiled and Insulated Tank Cars, marked as follows:

DOWX007005
DOWX007008
DOWX007009
DOWX007014
DOWX007015
DOWX007017
DOWX007018
DOWX007027
DOWX007028
DOWX007029

Fourteen (14) 10 M GL Insulated Pressure Tank Cars, marked as follows:

DOWX008261
DOWX008262
DOWX008263
DOWX008265
DOWX008270
DOWX008273
DOWX008276
DOWX008282
DOWX008283
DOWX008287
DOWX008288
DOWX008292
DOWX008298
DOWX008308

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/3/08



Robert W. Alvord